

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
: Chapter 11  
DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)  
: Jointly Administered  
Debtors. :  
:-----x

**CONSENT ORDER WITHDRAWING ORDER TO  
SHOW CAUSE ISSUED AGAINST SCHMIDT TECHNOLOGY GMBH**

This Court having entered an order to show cause dated November 1, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing Schmidt Technology GmbH (“Supplier;” and together with the Debtors, the “Parties”) to show cause at a hearing, to be held on March 9, 2006 (the “Hearing”), why the Supplier should not be held in violation of the automatic stay imposed in the above-captioned cases under 11 U.S.C. § 362(a) for allegedly threatening to withhold essential goods from the Debtors under one or more contracts between the Parties, and the Parties having agreed to a settlement of the issues raised by the Show Cause Order pursuant to a separate agreement between the Parties (the “Agreement”), it is hereby

**ORDERED**, that this matter is settled in accordance with, and pursuant to the terms of, the Parties’ Agreement represented to the Court at the Hearing; and it is further

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**ORDERED**, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York  
March 17, 2006

/s/Robert D. Drain

Robert D. Drain  
United States Bankruptcy Judge

Consent to the foregoing:

March 8, 2006

March 8, 2006

DELPHI CORPORATION, *et al.*  
By their attorneys,  
TOGUT, SEGAL & SEGAL LLP  
By:

/s/Neil Berger  
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SCHMIDT TECHNOLOGY GMBH,  
By its attorneys,  
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By:

/s/Paul Rubin  
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